

01-25-2002



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U.S. Department of Commerce
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- New
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Conveyance Type

- Assignment
 - License
 - Security Agreement
 - Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other
- Effective Date
Month Day Year
12/13/2000

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

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City State/Country Zip Code

- Individual
 - General Partnership
 - Limited Partnership
 - Corporation
 - Association
 - Other
 - Citizenship/State of Incorporation/Organization
- If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

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01 FC:481
02 FC:482

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Enter for the first Receiving Party only.

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Correspondent Name and Address

Area Code and Telephone Number

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Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,914,730"/>	<input type="text" value="1,901,653"/>	<input type="text" value="1,898,780"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,801,483"/>	<input type="text"/>	<input type="text"/>
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Number of Properties

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Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

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Method of Payment:

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Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

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Authorization to charge additional fees:

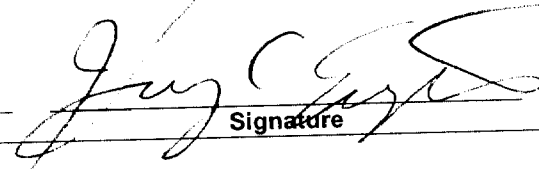
Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Attorney Harry C. Engstrom
Name of Person Signing



Signature

12/16/01
Date Signed

CERTIFICATE OF OWNERSHIP AND MERGER
MERCING

NICOLET BIOMEDICAL INC.
(a California Corporation)

INTO

THERMO BIOMEDICAL INC.
(a Delaware Corporation)

THERMO BIOMEDICAL INC., a corporation organized and existing under and by virtue of the Delaware General Corporation Law (the "Corporation"), does hereby certify:

1. That the Corporation was incorporated on the 7th day of August, 1995, pursuant to the Delaware General Corporation Law (the "DGCL").
2. That the Corporation owns one hundred percent (100%) of the outstanding shares of common stock, par value \$0.01 per share, of Nicolet Biomedical Inc. ("Nicolet"), a corporation incorporated on the 26th day of July 1976 under the General Corporation Law of California (the "GCLC").
3. That the following resolutions were adopted in accordance with DGCL Section 253 and in accordance with GCLC Section 1110, by unanimous written Consent of the Directors of the Corporation on October 4, 2000:

RESOLVED, that the Corporation be, and hereby is, authorized pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL") and Section 1110 of the GCLC, to merge (the "Nicolet Merger") Nicolet Biomedical Inc., a California corporation, of which the Corporation owns one hundred percent (100%) of the outstanding shares of each class of stock, with and into the Corporation, with the Corporation continuing as the surviving corporation (the "Surviving Corporation"); and that (i) at the effective time of the Nicolet Merger each outstanding share of common stock of Nicolet Biomedical Inc., par value \$0.01 per share (the "Nicolet Shares"), be cancelled, (ii) the Certificate of Incorporation and By-Laws of the Corporation shall be the Certificate of Incorporation and By-Laws of the Surviving Corporation from and after the Nicolet Merger, and (iii) the officers and directors of the Corporation immediately prior to the Nicolet Merger shall be the officers and directors of the Surviving Corporation; and

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THERMO ELECTRON

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RESOLVED, that the Chief Executive Officer, the President, any Vice President, the Treasurer, the Chief Financial Officer, and the Secretary, or any Assistant Secretary of the Corporation be, and each of them acting alone hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to prepare and file a Certificate of Ownership and Merger with the Secretary of State of Delaware and a Certificate of Ownership with the Secretary of State of California, and any additional document required under the DGCL or GCLC as they or any of them may deem necessary or advisable to effect the Nicolet Merger; and

RESOLVED, that the Nicolet Merger shall be effective upon the filing of the Certificate of Ownership and Merger with the Secretary of State of Delaware and the Certificate of Ownership with the Secretary of State of California.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its authorized officer this 13th day of December, 2000.

THERMO BIOMEDICAL INC.

By: 
Sandra L. Lambert, Secretary